

Bylaws of  
**Animal League of Gaston County**  
A nonprofit corporation

ARTICLE I Organization

1. The name of the organization shall be **Animal League of Gaston County, Inc.** (sometimes referred to as "ALGC").
2. The principal offices of this corporation shall be in Gaston County, NC. The Registered Office of this corporation shall be 425 W. Franklin Blvd., Gastonia, NC 28052 which shall also be the office of the Registered Agent of the corporation. These addresses may be changed by the Board of Directors.
3. The fiscal year shall begin on January 1 and end on December 31 of each year.
4. In the event the corporation is dissolved, the assets of the corporation shall be distributed in accordance with the laws of North Carolina for nonprofits. The Board will designate the nonprofit corporation(s) to receive the assets. For this purpose, four of five Board members must agree. No member shall be entitled to share in the distribution of assets if the corporation is dissolved.

ARTICLE II Purposes

1. The purposes of this organization are to promote companion animal welfare in the community through advocacy, education and service, which includes but is not limited to:
  - cooperative partnership by our members with other animal welfare groups;
  - volunteer work to foster an ethic of compassion for the humane treatment of animals;
  - attendance at public events to promote community awareness;
  - ongoing information and referral services regarding animal welfare;
  - distribution of printed materials;
  - operation of the Gaston Low-Cost Spay/Neuter Clinic (sometimes referred to as "GLCSNC") and providing programs there to assist low-income clients with reduced or no-cost veterinary services; and
  - cooperative partnership with Gaston County Animal Care and Enforcement ("GCACE") and other shelters and rescue groups to maximize adoptions and rescues of healthy animals and reduce euthanasia.

### ARTICLE III Membership

1. Voting membership shall be open to all members who are registered with the organization, and have paid their annual membership fee by February 15 before the annual meeting. To be registered, a member must complete and sign an application form with current information and pay a \$5 annual membership fee. Each member is expected to keep this information current and inform the Secretary of the Board of Directors of any changes. Members shall have the right to vote at the annual meeting to elect the Board of Directors.

2. Termination: The Board, for good cause, may decide by a majority vote to terminate a member only after a thorough review of a written complaint. If the Board determines that the complaint has merit, the subject member shall be notified and given two weeks to respond. Non-response shall result in termination. After a response, the Board may (i) drop the investigation; (ii) terminate the member; or (iii) notify the subject member of the Board's concerns in writing. A majority vote of Board members shall be required to terminate any member or reinstate any member who has been terminated.

### ARTICLE IV Meetings

1. The annual membership meeting shall be held on the second Monday of March. If for good cause, the Board determines to change the date of the annual meeting, it shall not be more than two weeks after the affixed date.

The purpose of the annual meeting is to elect the Board of Directors and deliver an annual report to the membership. The report shall include, but is not limited to:

- a financial report;
- a report on the organization's activities for the prior year; and
- a report on the goals for the upcoming year.

2. The Secretary shall notify every member by email at the email address as it appears in the membership roll book, and by posting on the Facebook pages of the Gaston Low-Cost Spay/Neuter Clinic ("GLCSNC") and the Animal League of Gaston County, a notice of the time and place of the annual meeting, including in the notice the list of nominees for the Board of Directors. Notice shall be given no less than 15 days and no more than 30 days before the meeting.

3. The presence of ten members of the corporation (which may include the current Board of Directors) shall be necessary to constitute a quorum to conduct business at the annual meeting. The act of a majority of members present at which there is a

quorum shall be the act of the full membership. Members must be physically present to vote at the annual meeting.

4. Any member of the organization may request to be considered for a place on the Board of Directors by communicating his or her interest to the Nominating Committee. The Nominating Committee shall consist of one Board member and two other members. The Nominating Committee shall be selected at the November monthly meeting.

Current Board members whose terms have not expired and are eligible and willing to serve another term need not submit another request in order to be on the ballot, but do need to inform the Nominating Committee that they are willing to continue to serve. The Secretary shall prepare a written ballot for the election of the new Board, and this ballot will be used for anonymous voting at the annual meeting. All elections shall be decided by a simple majority, and current Board members may vote.

5. Working Board meetings are held on the second Monday of each month at 6:30 p.m. at the offices of the corporation. Notices of these meetings shall be published at least 7 days in advance on ALGC and GLCSNC Facebook pages. If for good cause, the President decides to cancel the regular monthly meeting, notice of said cancellation shall be made by publication on the Facebook pages of ALGC and GLCSNC. Non-Board members are welcome to attend the regular monthly working meeting, but cannot vote. The public is also welcome to attend.

6. At all meetings of the Board of Directors, the President or Vice President or, in their absence, a Chairman chosen by the Directors shall preside.

The agenda for the monthly meeting shall include:

- Review and approval of the minutes of the previous meeting;
- Treasurer's report;
- Committee reports;
- GLCSNC report ("Clinic report");
- Old and unfinished business, if any;
- New business, if any;
- Open discussion; and
- Adjournment.

7. The President may from time to time call other working meetings of the Board. A majority of Board members shall constitute a quorum for Board of Director meetings. At any meeting other than the annual meeting, Board members may vote by proxy or in writing. At working Board meetings, Board members may attend by telephone conference call.

In the event of any dispute regarding meeting protocol, the meetings shall be conducted under Robert's Rules of Order.

8. For any matters requiring a vote of the Board, such matters shall be decided by majority vote. In the event of a Board with an even number of members, the President shall abstain from voting unless necessary to break a tie.

#### ARTICLE V Board Member Inspection Rights

Any Board member has the right to inspect the organization's books and records. Such records may be viewed at the registered office of the organization.

#### ARTICLE VI Board of Directors

1. No employee of ALGC may serve on the Board of Directors, but may serve as consultants to the Board.
2. The Board of Directors shall consist of no less than five and no more than nine members, who shall manage the business of the organization. All Board members shall be residents of North Carolina or South Carolina.
3. Terms of office, Board members: All Board members elected for the upcoming year at the annual meeting shall take office immediately following their election and serve a term of two years. All Board members may be re-elected to an additional term of two years. No member of the Board of Directors shall serve more than four consecutive years .
4. Terms of office, Officers: Officers will be chosen by the newly- elected Board immediately following the adjournment of the annual meeting and will serve a one year term. Officers may be re-elected for an additional term, except that the President may serve no more than two consecutive years.
5. Responsibilities of the Board of Directors: The Board of Directors shall control and manage the affairs and business of the organization. The Board of Directors shall hire and fix the compensation of any employees which they, in their discretion, deem necessary to conduct the business of the organization. The Board may employ a Director of the Gaston Low-Cost Spay/Neuter Clinic and delegate authority to this Director to manage the business and finances, including the hiring of employees of the Clinic. The Board may appoint committees to conduct business on behalf of the organization.

6. Officer responsibilities:

President: - presides at all meetings;

- must be present at each annual meeting; and

- ensures that all books, reports and certificates required by law are properly kept or filed; and

- may sign checks or drafts of the organization.

Vice President:

- exercises all rights, privileges and powers of the President in the event of the absence or inability of the President to exercise his/her office; and

- assists the President.

Secretary

- maintains minutes and records of the organization;

- maintains membership rolls and supplies upon request membership applications;

- provides notice to all members through email and Facebook postings of the date and time of the annual meeting, and publishes on Facebook notices of the monthly meetings of the organization; and

- attends to correspondence.

Treasurer

- reports to the Board members with a written account of the finances of the organization, which report shall be physically affixed to the minutes of the Board of Directors for such meeting.

7. No officer shall for reason of his or her office be entitled to a salary or compensation from ALGC.

8. Vacancies on the Board of Directors shall be filled by a vote of the majority of the remaining Board for the balance of the term. This appointment will be made at the next regularly scheduled monthly meeting.

9. Removal: A Board Member may be removed for cause by the same procedure outlined for the removal of a member as set forth in Article III, Section 2. of these bylaws. A Board member who is absent from three consecutive monthly meetings

without being excused by the President shall be deemed to have resigned from office and the vacancy shall be filled as provided by these bylaws. Notwithstanding excused absences, a fourth consecutive absence at monthly board meetings shall result in automatic dismissal from the Board.

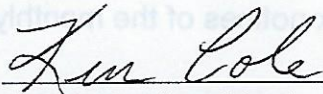
#### ARTICLE VII Amendments

These bylaws may be altered or amended by affirmative vote of three-fourths of the members of the Board of Directors. The Board shall review these bylaws and propose any necessary revisions from time to time, but at least every five years.

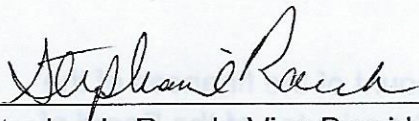
#### ARTICLE VIII Agents and Representatives

The Board of Directors may appoint and/or employ such agents and representatives of the organization with such powers to perform such acts or duties on behalf of the organization as the Board may see fit, so long as consistent with these bylaws, and to the extent authorized by law.

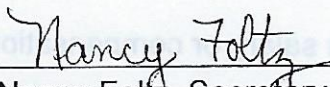
This 11<sup>th</sup> day of February, ~~2018~~ 2019



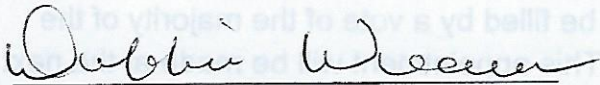
Ken Cole, President



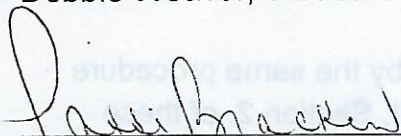
Stephanie Rauch, Vice President



Nancy Foltz, Secretary



Debbie Weaver, Treasurer



Patti Bracken, Member-at-large